

WT 03-113

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

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In re Applications of:

AT&T WIRELESS PCS, LLC and Its
Subsidiaries;

UNITED STATES CELLULAR CORP. and Its
Subsidiaries;

ABC WIRELESS, LLC;

ARNAGE WIRELESS, LLC; and

SKAGIT WIRELESS, LLC

For the Assignment of Broadband PCS and
Cellular Licenses

File Nos. 0001254000 *et al.*

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Federal Communications Commission
Office of the Secretary

ASSIGNMENT APPLICATIONS

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And Its Subsidiaries**

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App. No.	Assignor	Assignee	Application Chart									
			Call Sign	Market	Mkt No.	Full/Partial	ULS/Manual	Pro Forma	License Classes	File No.		
1	ABC Wireless, L.L.C.	AT&T Wireless PCS, LLC	KNLH391	Lincoln, NE	BTA256	Full	ULS	N	CW	0001254000		
2	Skagit Wireless, L.L.C.	AT&T Wireless PCS, LLC	KNLH285	Sioux City, IA	BTA421	Full	ULS	N	CW	0001253983		
3	Arnage Wireless, L.L.C.	AT&T Wireless PCS, LLC	KNLG716	Oklahoma City, OK	BTA329	Full	ULS	N	CW	0001253977		
4	Georgia RSA #11, Inc.	Florida RSA #8 LLC	KNKN706	GA 11 - Toombs	CMA381	Full	ULS	Y	CL, CF	0001256977		
			KNKQ280	GA 14 - Worth	CMA384	Full						
			WMW437 et al.	Microwave		Full						
			KNKA481	Tallahassee, FL	CMA168	Full						
5	USCOC of Tallahassee, Inc.	Florida RSA #8 LLC	KNKQ290	FL 9 - Calhoun	CMA368	Full	ULS	Y	CL, CF	0001256940		
			KNKN669	FL 10 - Walton	CMA369	Full						
			WMT415 et al.	Microwave		Full						
			KNKQ382	FL 7 - Hamilton	CMA366	Full						
6	USCOC of Florida RSA #7, Inc.	Florida RSA #8 LLC	WMR338 et al.	Microwave		Full	ULS	Y	CL, CF	0001256893		
7	Florida RSA #8, Inc.	Florida RSA #8 LLC	KNKA583	Gainesville, FL	CMA192	Full	ULS	Y	CL, CF	0001256862		
			KNKN550	FL 5 - Putnam	CMA364	Full						
			KNKN773	FL 6 - Dixie	CMA365	Full						
			KNKN628	FL 8 - Jefferson	CMA367	Full						
8	AT&T Wireless PCS, LLC	Florida RSA #8 LLC	WLS584 et al.	Microwave		Full	ULS	N	CW	0001255800		
			KNLF216	Boston-Providence	MTA008	Part./Disagg.						
			KNLF237	St. Louis	MTA019	Part./Disagg.						
			KNLF289	Omaha	MTA045	Part./Disagg.						
9	AT&T Wireless PCS, LLC	Florida RSA #8 LLC	WPQT489	Indianapolis	MTA031	Part. Only	ULS	N	CW	0001255800		
10	AT&T Wireless PCS, LLC	Florida RSA #8 LLC	KNLG487	Milwaukee, WI	BTA297	Full	ULS	N	CW	0001255785		
11	TeleCorp PCS, LLC	Florida RSA #8 LLC	KNLG716	Oklahoma City, OK	BTA329	Full	Manual	N	CW	N/A		
12	Eclipse PCS of Indianapolis, LLC	Florida RSA #8 LLC	WPOI217	St. Louis	MTA019	Part./Disagg.	ULS	N	CW	0001255845		
13	Florida RSA #8 LLC	AT&T Wireless PCS, LLC	WPQP644	Indianapolis	MTA031	Part./Disagg.	ULS	N	CW	0001255862		
			KNKA583	Gainesville, FL	CMA192	Full	Manual	N	CL, CF	N/A		
			KNKN550	FL 5 - Putnam	CMA364	Full						
			KNKN773	FL 6 - Dixie	CMA365	Full						
			KNKN628	FL 8 - Jefferson	CMA367	Full						
			KNKN706	GA 11 - Toombs	CMA381	Full						
			KNKQ280	GA 14 - Worth	CMA384	Full						
			KNKA481	Tallahassee, FL	CMA168	Full						
			KNKQ290	FL 9 - Calhoun	CMA368	Full						
			KNKN669	FL 10 - Walton	CMA369	Full						
			KNKQ382	FL 7 - Hamilton	CMA366	Full						
			WLS584 et al.	Microwave		Full						

EXHIBIT A: PUBLIC INTEREST STATEMENT AND DESCRIPTION OF TRANSACTION

1. Overview

By this application, AT&T Wireless Services, Inc. ("AWS"), United States Cellular Corporation ("USCC"), ABC Wireless, LLC ("ABC"), Arnage Wireless, LLC ("Arnage"), and Skagit Wireless, LLC ("Skagit"), as well as certain AWS and USCC affiliates,¹ seek FCC consent to implement an exchange of certain systems and licenses. In brief, the exchange contemplates the following proposed elements that require FCC consent:

- (A) AT&T Wireless PCS, LLC ("AWP"), a wholly owned subsidiary of AWS, will acquire a broadband PCS license from each of Arnage, Skagit, and ABC.
- (B) Florida RSA#8, Inc. ("FLR8, Inc."), a wholly owned subsidiary of USCC, will be merged into Florida RSA#8 LLC ("FLR8 LLC") with FLR8 LLC as the surviving entity. As a result, the four 800 MHz cellular licenses and 54 microwave authorizations held by FLR8, Inc. will be assigned, on a *pro forma* basis, from FLR8, Inc. to FLR8 LLC.
- (C) Certain wholly-owned USCC subsidiaries will assign, on a *pro forma* basis, six 800 MHz cellular authorizations and 94 associated microwave licenses to FLR8 LLC.
- (D) Certain wholly-owned AWS subsidiaries will assign to FLR8 LLC all, or part, of eight broadband PCS licenses held by such entities, including one of the newly acquired licenses described in (A) above.
- (E) FLR8 LLC will assign to AWP the ten 800 MHz A block cellular licenses and 148 associated microwave authorizations described in (B) and (C) above.

The exchange also contemplates elements that do not require FCC consent, or that would only require FCC consent if exercised, including:

- (A) Assignment from AWS to USCC of non-controlling, minority partnership interests in certain cellular systems.
- (B) Payment by AWP to USCC of \$30.75 million in cash.
- (C) Grant by AWS to USCC of an option to acquire certain additional FCC authorizations (which will require, if exercised, certain future consents from the FCC).

¹ As context dictates, "AWS" and "USCC" are occasionally used herein to denote, respectively, "AWS and its subsidiaries" or "USCC and its subsidiaries."

- (D) Assignment from FLR8 LLC to AWP of certain assets and facilities associated with the cellular systems being assigned to AWP.

As discussed below, this transaction will permit both companies to rationalize their license and systems holdings to strategically effectuate their regional and national growth plans. While the transaction contemplates the acquisition of a single F Block PCS licenses from each of Arnage, Skagit, and ABC, those licensees have completed their five-year build obligations² and the licenses will be in the seventh year of the license term by the close of the public notice period.³ As a result, unjust enrichment will be limited to the pay-off of installment debt on KNLG716, the Arnage F Block license, which is the only license subject to installment payments. Moreover, although the competitive issues are discussed further below, subsequent to the consummation of the transaction, neither party will be licensed for more spectrum than would otherwise be allowed under the former spectrum cap rules. Thus, no spectrum aggregation issues result.

2. Detailed Description of Transactions

AWS, USCC, ABC, Arnage, and Skagit recently entered into a series of agreements in order to effectuate, following FCC consent, the rationalization of certain regional mobile wireless markets. As discussed above, the agreements generally contemplate that a USCC subsidiary will assign to an AWS subsidiary the licenses and assets associated with a number of operational cellular systems in Florida and Georgia. These cellular markets are complementary to AWS's wireless footprint, and no longer fit USCC's regional strategy. In exchange, AWS has agreed to have certain AWS subsidiaries assign to a USCC subsidiary, or provide USCC with options to acquire, certain spectrum in the Midwest and Northeast that AWS or its subsidiaries own or have contracted to acquire from Arnage, Skagit, and ABC. The spectrum and licenses that will be assigned to the USCC subsidiary in the Midwest and Northeast represent capacity that AWS does not foresee utilizing in the short term. USCC will utilize the spectrum to expand its existing Midwest and Northeast presence and connect adjoining markets. Thus, the transaction serves the needs of both USCC and AWS in extending their existing facilities-based services in a rational manner within those regional areas.

As noted, AWS will also assign to USCC certain ownership interests in existing systems that do not require prior FCC approval. Specifically, AWS will assign its entire interest in the following systems to USCC: (i) shares of common stock representing 1.39791% of the outstanding common stock in LaCrosse Cellular Telephone, Inc., a Delaware corporation; (ii) a 2.043%

² See Initial Application for KNLH391, FCC File No. 01128CWL97 (granted April 28, 1997); Initial Application for KNLH285, FCC File No. 00165CWL97 (granted April 28, 1997); Initial Application for KNLG716, FCC File No. 01831CWL97 (granted April 28, 1997); see also ULS File Nos. 0000850264 (5 year build certification for KNLH391); 0000869828 (5 year build certification for KNLH285); 0000858630 (5 year build certification for KNLG716).

³ ABC, Arnage and Skagit have been in operation and transmitting signals continuously at all times since completion of their five-year build out requirements. At this time, they currently do not have any subscribers in their respective markets; nor are they engaged in any marketing efforts.

limited partnership interest in Dubuque Cellular Telephone L.P., a Delaware limited partnership; (iii) a 2.5536% limited partnership interest in Manchester-Nashua Cellular Telephone L.P., a Delaware limited partnership; (iv) a 3.4046% general partnership interest in Racine Cellular Telephone Company, a Wisconsin general partnership; (v) a 4.8133% general partnership interest in Lewiston CellTelCo Partnership, a Washington, D.C. general partnership; and, (vi) a 5.2840% limited partnership interest in Bangor Cellular Telephone L.P., a Delaware limited partnership.

Notably, while the minority interests being assigned in both the case of the Lewiston CellTelCo Partnership ("LCTC") and Racine Cellular Telephone Company Partnership ("RCTC") are general partnership interests, the assignment of the interests at issue does not amount to a transfer of control. Indeed, USCC is already the *de jure* and *de facto* controlling partner of both partnerships. USCC, even prior to the assignments from AWS, indirectly holds an 83.63478% general partnership interest in LCTC and a 92.4137% general partnership interest in RCTC, and both partnerships provide for voting control purely based on percentage ownership. AWS' minority interests are therefore unable to even block supermajority transactions, which, in both partnerships, requires a two-thirds majority. Moreover, day-to-day operations are exclusively governed by three person executive committees that, in both cases, are exclusively comprised of USCC nominees. USCC is also the general manager of both partnerships. Under the circumstances, USCC is the *de facto* and *de jure* controlling general partner of the two partnerships, and the assignment of a further minority, non-controlling interest from AWS is rightfully considered *de minimis* and not requiring FCC consent.

The five tables described below represent the series of transactions requiring FCC approval that will be consummated simultaneously or nearly so, to accomplish the exchange transaction.

A. Substantive Assignments from ABC, Arnage and Skagit to AWP

Table 1 shows the licenses that will be assigned from the companies listed therein to AWP, a wholly owned subsidiary of AWS. While the subject authorizations are designated entity licenses, the relevant licensees have completed their five-year builds and the assignment of those designated entity licenses is no longer restricted. The parties have discussed the relevant unjust enrichment payment requirements in Section 4 below.

Table 1: Licenses Assigned from Third Parties to AWP				
Licensee	Call Sign	Market Area	Mkt/Blk	
ABC Wireless, L.L.C.	KNLH391	Lincoln, NE	BTA256	F
Skagit Wireless, L.L.C.	KNLH285	Sioux City, IA	BTA421	F
Arnage Wireless, L.L.C.	KNLG716	Oklahoma City, OK	BTA329	F

B. Pro Forma Merger of FLR8, Inc. into FLR8 LLC

Table 2 lists the 800 MHz cellular licenses held by FLR8, Inc. In addition, FLR8, Inc. also holds 54 microwave licenses, shown in Attachment 1A, and used in connection with FLR8, Inc.'s cellular systems. FLR8, Inc. will be merged into a new entity, FLR8 LLC, with FLR8 LLC as

the surviving entity.⁴ In so doing, the licenses shown in Table 2 and in Attachment 1A will undergo a *pro forma* assignment from FLR8, Inc. to FLR8 LLC.⁵

Table 2: Licenses <i>Pro Forma</i> Assigned from FLR8, Inc. to FLR8 LLC				
Licensee	Call Sign	Assigned Area	Mkt/Blk	
Florida RSA #8, Inc.	KNKA583	Gainesville, FL	CMA192	A
Florida RSA #8, Inc.	KNKN550	FL 5 - Putnam	CMA364	A
Florida RSA #8, Inc.	KNKN773	FL 6 - Dixie	CMA365	A
Florida RSA #8, Inc.	KNKN628	FL 8 - Jefferson	CMA367	A

C. *Pro Forma* Assignments from USCC Subsidiaries to FLR8 LLC

Table 3 lists the subsidiaries of USCC (which include USCOC of Tallahassee, Inc. ("USCOC-T"), Georgia RSA #11, Inc. ("GAR11"), USCOC of Florida RSA #7, Inc. ("FLR7")) that will assign, on a *pro forma* basis, the designated cellular authorizations to FLR8 LLC.⁶ In addition, the USCC entities listed in Table 3 will also assign 94 microwave licenses listed in Attachment 1B and used in connection with their cellular systems to FLR8 LLC.

Table 3: Licenses <i>Pro Forma</i> Assigned from USCC Subsidiaries to FLR8 LLC				
Licensee	Call Sign	Assigned Area	Mkt/Blk	
USCOC of Tallahassee, Inc.	KNKA481	Tallahassee, FL	CMA168	A
Georgia RSA #11, Inc.	KNKN706	GA 11 - Toombs	CMA381	A
Georgia RSA #11, Inc.	KNKQ280	GA 14 - Worth	CMA384	A
USCOC of Florida RSA #7, Inc.	KNKQ382	FL 7 - Hamilton	CMA366	A
USCOC of Tallahassee, Inc.	KNKQ290	FL 9 - Calhoun	CMA368	A
USCOC of Tallahassee, Inc.	KNKN669	FL 10 - Walton	CMA369	A

D. Substantive Assignments from AWS Subsidiaries to FLR8 LLC

Table 4 lists licenses held by wholly-owned subsidiaries of AWS (which include AT&T Wireless PCS, LLC ("AWP"), TeleCorp PCS, LLC ("TeleCorp"), and Eclipse PCS of Indianapolis, LLC ("Eclipse")) that will be assigned,⁷ to FLR8 LLC, a wholly owned subsidiary of USCC. Because KNL716, shown in Table 4, was subject to a prior assignment from Arnage

⁴ FLR8, Inc. may undergo as part of the merger a restructuring under Delaware law to become an LLC, which if it occurs, for all intents and purposes, will occur simultaneously with the merger.

⁵ Because these transactions are purely *pro forma*, USCC could have filed notifications pursuant to the forbearance rules. However, given timing issues associated with the *pro forma* assignments and the nature of the two-step filings, USCC has filed the *pro forma* assignments as applications requesting prior consent.

⁶ Because these transactions are purely *pro forma*, USCC could have filed notifications pursuant to the forbearance rules. However, given timing issues associated with the *pro forma* assignments and the nature of the two-step filings, USCC has filed the *pro forma* assignments as applications requesting prior consent.

⁷ Certain of the assignments involve partitioning and disaggregation. While not shown in Table 4, the ULS applications filed that request partitioning provide population data for the partitioned areas using Census 2000 data.

(see Section 2(A)), the parties have filed a manual FCC Form 603 for that authorization with a request for waiver of the ULS filing rules.

Table 4: Licenses Assigned from AWS Subsidiaries to FLR8 LLC					
Licensee	Call Sign	Assigned Area County	Mkt/Blk	Spectrum Assigned	MHz
AT&T Wireless PCS, LLC	KNLF216	Portland-Brunswick, ME BTA	BTA357	A 1850-1855/1930-1935	10
AT&T Wireless PCS, LLC	KNLF237	Springfield, MO BTA (Partial) Christian County, MO Dade County, MO Greene County, MO Lawrence County, MO Barry County, MO	BTA428	A 1850-1860/1930-1940	20
		St. Louis, MO BTA	BTA394	A 1850-1855/1930-1935	10
AT&T Wireless PCS, LLC	KNLF289	Omaha, NE BTA	BTA332	A 1850-1855/1930-1935	10
AT&T Wireless PCS, LLC	KNLG487	Milwaukee, WI BTA	BTA297	D 1865-1870/1945-1950	10
TeleCorp PCS, L.L.C.	WPOI217	Mt. Vernon-Centralia, IL BTA	BTA308	A 1850-1855/1930-1935	10
		Columbia, MO BTA	BTA090	A 1850-1855/1930-1935	10
		Springfield, MO BTA (Partial) Camden County, MO Stone County, MO Taney County, MO	BTA428	A 1850-1855/1930-1935	10
		Springfield, MO BTA (Partial) Dallas County, MO Douglas County, MO Hickory County, MO Polk County, MO Cedar County, MO Laclede County, MO Texas County, MO Webster County, MO Wright County, MO	BTA428	A 1850-1860/1930-1940	20
		Jefferson City, MO BTA	BTA217	A 1850-1855/1930-1935	10
		Rolla, MO BTA	BTA383	A 1850-1855/1930-1935	10
		Terre Haute, IN BTA	BTA442	B 1870-1875/1950-1955	10
		Kokomo-Logansport, IN BTA	BTA233	B 1870-1875/1950-1955	10
		Lafayette, IN BTA	BTA235	B 1870-1875/1950-1955	10
		Marion, IN BTA	BTA280	B 1870-1875/1950-1955	10
Eclipse PCS of Indianapolis, LLC	WPQP644				
AT&T Wireless PCS, LLC	WPQT489	Terre Haute, IN BTA	BTA442	B 1875-1880/1955-1960	10
AT&T Wireless PCS, LLC	KNLG716	Oklahoma City, OK	BTA329	F 1890-1895/1970-1975	10

E. Substantive Assignments from FLR8 LLC to AWP

As a final matter, Table 5 lists the licenses that will be held by FLR8 LLC (following consummation of the *pro forma* assignments described in Sections 2(B) and 2(C)) that will be assigned to AWP. In addition, FLR8 LLC will also assign 148 microwave licenses (the 54 listed in Attachment 1A and the 94 listed in Attachment 1B) used in connection with FLR8 LLC's cellular systems to AWP.

Table 5: Licenses Assigned from FLR8 LLC to AWP				
Licensor	Call Sign	Assigned Area	Mkt/Blk	
Florida RSA #8 LLC	KNKA481	Tallahassee, FL	CMA168	A
Florida RSA #8 LLC	KNKA583	Gainesville, FL	CMA192	A
Florida RSA #8 LLC	KNKN706	GA 11 - Toombs	CMA381	A
Florida RSA #8 LLC	KNKQ280	GA 14 - Worth	CMA384	A
Florida RSA #8 LLC	KNKN550	FL 5 - Putnam	CMA364	A
Florida RSA #8 LLC	KNKN773	FL 6 - Dixie	CMA365	A
Florida RSA #8 LLC	KNKQ382	FL 7 - Hamilton	CMA366	A
Florida RSA #8 LLC	KNKN628	FL 8 - Jefferson	CMA367	A
Florida RSA #8 LLC	KNKQ290	FL 9 - Calhoun	CMA368	A
Florida RSA #8 LLC	KNKN669	FL 10 - Walton	CMA369	A

The transaction also contemplates that USCC will have an option (subject to receipt of necessary FCC approvals) for certain other PCS licenses, or disaggregated and/or partitioned PCS licenses in a number of markets that are currently held by subsidiaries of AWS. Because the respective AWS subsidiaries will continue to hold and operate these facilities unless and until USCC exercises its "call" right, no assignment applications seeking FCC consent are being submitted with respect to such markets as a part of the instant package of applications. The parties contemplate that, if and when USCC exercises such call rights for a license or part of a license, the parties will, at that time, seek FCC consent to assign the authorization.

3. Competitive Issues

As discussed below, the proposed spectrum exchange is pro-competitive. In both the cases of the assignments from AWS to USCC and the assignments from USCC to AWS, the spectrum holdings of each party would have been consistent with the FCC's prior spectrum aggregation rule. The parties recognize that the FCC's rule has sunset, however, and that transactions are evaluated on a case-by-case basis taking into account "any potential adverse effects of granting the waiver, such as diminution of competition, as well as the potential benefits from the provision of additional service."⁸ Each of the parties to this transaction has shown, however, that the transaction will provide benefits in terms of regionalization of services, and that competition will not be diminished or impaired as a result of the transaction.

A. AWS Assignments to USCC

The assignments from AWS to USCC are in the public interest. Attachment 2A depicts, by county, the amount of spectrum which USCC proposes to acquire from AWS, as well as USCC's existing spectrum holdings in the relevant counties. As shown in the attachment, USCC holds no CMRS spectrum in 72 of the 143 affected counties or in the one independent city (St. Louis) in which it will acquire spectrum from AWS. In 47 of the remaining 71 counties, USCC holds a 25

⁸ 2000 Biennial Regulatory Review: Spectrum Aggregation Limits for Commercial Mobile Radio Services, 25 CR 538, 16 FCC Rcd 22668 (December 18, 2001) at ¶78 (discussing waivers during the transition from the spectrum cap).

MHz cellular license only. In 19 of the counties, USCC holds a 10 MHz PCS license only, and in 5 counties USCC holds both a 25 MHz cellular and 10 MHz PCS license. Based upon the amounts of spectrum being acquired from AWS, the proposed assignments are well below the limits on spectrum aggregation previously contained in Section 20.6(a) of the FCC rules for every county involved.

For the 72 counties and one city in which USCC does not hold any CMRS spectrum at present, USCC's provision of service will constitute a "green field build," simply adding a competitor to the market. Under those circumstances, the proposed assignments of license from AWS to USCC are obviously pro-competitive.

In most of the other BTA markets involved, the PCS spectrum to be acquired overlays geographically smaller RSA cellular license areas, allowing USCC to add to its coverage areas and expand facilities based competition in those areas. However, as noted above, in all the BTA counties in which USCC is to acquire spectrum, USCC will strengthen its competitive position while staying at least 10 MHz below the limits formerly set forth in the spectrum cap. Also, as is shown in the chart attached hereto as Attachment 2B, in each of the BTAs in which USCC will be providing new PCS service, there are already a substantial number of wireless carriers in operation, both cellular and PCS.

USCC's provision of PCS service will enhance competition in all the relevant markets. Moreover, the transaction will enable USCC to carry out its regional competitive strategy, thus better enabling USCC to compete with larger carriers on a national basis. As the FCC has repeatedly noted, there are "six nationwide mobile telephone operations: AT&T Wireless, Sprint PCS, Verizon Wireless, VoiceStream Wireless Corp., [now T-Mobile] Cingular Wireless and Nextel."⁹ The FCC has concluded that such carriers, with their "larger footprints," can achieve "economies of scale and increased efficiencies compared to operators with smaller footprints." The Commission has found that:

Such benefits, along with advances in digital technology, have permitted companies to introduce and expand innovative pricing plans such as digital-one-rate ("DOR") type plans, reducing prices to consumers.¹⁰

One aspect of the emergence of national carriers, with their expanded coverage, has been reduced demand on the part of such carriers for the roaming services of smaller carriers, resulting in slower growth for the regional and smaller carriers. In such circumstances, regional, often rurally—oriented carriers must develop strategies to compete with the national carriers.

USCC has determined that the proposed transaction will help USCC compete with the national carriers by strengthening its position in its regional clusters, and particularly in its "home"

⁹ In the Matter of Implementation of Section 6002(b) of the Omnibus Budget Reconciliation Act of 1993; Annual Report and Analysis of Competitive market Conditions With Respect to Commercial Mobile Services, Sixth Report, 16 FCC Rcd 13350, 13363 (2001). ("Sixth Competition Report").

¹⁰ *Sixth Competition Report*, 16 FCC Rcd, at 13364.

region, the upper Midwest. Specifically, this proposed transaction will strengthen USCC's position in Midwestern markets such as the St. Louis, Omaha, and Milwaukee BTAs, as well as strengthening USCC's other regional clusters. It will supplement and extend USCC's existing Midwestern service areas, thus better enabling USCC to thrive by pursuing a regional strategy in the ever more competitive wireless market.

B. Assignments from USCC to AWS

The assignments from USCC to subsidiaries of AWS are operating cellular systems. While AWS has some PCS spectrum in these areas, the particular attributes of 800 MHz systems offer advantages to AWS in its Florida and Georgia footprints. In particular, AWS will be able to offer a more robust solution to its customers in those areas and, in fact, be able to offer seamless service throughout the region. Where possible, AWS will use the 800 MHz to provide mobility service and reduce roaming rates for its subscribers. AWS will then be able to utilize any existing PCS spectrum in the markets for GSM/GPRS service with a primary focus on providing GSM/GPRS subscribers with better data capabilities.

The parties have provided, as Attachment 3, a chart summarizing the spectrum held by AWS subsidiaries (shown under the column labeled "AWS PCS"), as well as spectrum held by entities in which AWS holds, directly or indirectly, a non-controlling ownership interest of 10% or more (shown under the column labeled "non-AWS"). The column labeled "Cellular (Proposed)" shows the spectrum that AWP would acquire as a result of the instant transaction, and the column labeled "Total (AWS & Non-AWS Post Acq.)" shows the aggregated amount of spectrum that includes AWS entity spectrum, spectrum held by entities in which AWS has a non-controlling interest of 10% or more, and spectrum to be acquired as a result of the transaction. The Attachment also includes a final column showing the competitors with facilities-based networks in the relevant overlap areas, although the parties have indicated "n/a" for the "Competitors In Market" column in cases where the proposed cellular spectrum is all that AWS would hold.

As shown in the attachment, the transactions proposed herein do not adversely impact nor diminish competition in the subject markets to any degree. Even following the transaction, at least six other competitors will operate facilities-based networks in each market. Indeed, networks are operated by noted national or regional carriers, including ALLTEL, Cingular, Nextel, Sprint, T-Mobile, and Verizon throughout the majority of the region overlapping the assigned cellular licenses and licenses held by AWS—or held by an entity in which AWS has a 10% or greater non-controlling interest.

Moreover, Attachment 3 clearly demonstrates that, even considering those licensee entities in which AWS holds a minority, non-controlling interest, the amount of spectrum held by AWS will, in all cases, be 55 MHz or less in the RSA markets and only 40 MHz in the only MSA market where an overlap exists. Such interests would have been in compliance with the prior spectrum aggregation limits. In fact, the FCC stated in the 2001 Biennial Review Report and

Order that "we will generally presume that transactions complying with the 55 MHz spectrum cap will not cause undue risk of market concentration."¹¹

4. Designated Entity Issues

As noted above, the transaction contemplates the assignment, subject to FCC consent, of three F Block PCS licenses to be acquired by AWP from, respectively, ABC, Arnage, and Skagit. Each of these F block authorizations was issued following the FCC's D, E and F Block auction in 1997, and, accordingly, each of ABC, Arnage, and Skagit have filed five year build certifications and are permitted to freely assign those licenses to third parties,¹² subject to repayment of bidding credit and acceleration of installment debt, if any. However, each of the authorizations was originally issued on April 28, 1997, and therefore each license will be in the seventh year of the license term by the time the public notice period for the applications has expired. Thus, no bidding credit reimbursement will be due on any of these licenses.¹³ Only one of these designated entity licenses—KNLG176, the F Block license for Oklahoma City, OK, held by Arnage Wireless, L.L.C.—is subject to installment payment debt; that debt will be paid off prior to closing.

5. Transition of Customers from USCC to AWS

AWS and USCC have executed an agreement to facilitate customer transition. AWS anticipates that, for a period of several months following the closing of this transaction, it will continue to operate the USCC markets under the USCC brand and with no material change to the rate plans or service received by customers. During this period, AWS will provide periodic updates to customers about the progress and timing of the transition, as well as advance notice of any changes in systems and features (e.g., differences in voicemail functionality; roaming area changes, etc.). When AWS transitions the markets to AWS service, it will provide customers with at least 30 days notice prior to such transition.

6. Applications Filed and Waiver Requests

In order to implement this transaction, the parties have filed the 13 separate applications listed below in Table 5. Notably, the call sign shown in application no. 3 is identical to the call sign shown in application no. 10, and the call signs in application nos. 4-7 are also repeated in application no. 13. Because the ULS system will not permit licensees to enter two-phase assignment transactions, the parties have filed application nos. 10 and 13 on paper and have sought a waiver of the electronic filing rule for those applications.

¹¹ 2000 Biennial Regulatory Review Spectrum Aggregation Limits For Commercial Mobile Radio Services, WT Docket No. 01-14 (Dec. 18, 2001) at ¶67.

¹² See ULS File Nos. 0000850264 (KNLH391); 0000869828 (KNLH285); 0000858630 (KNLG716).

¹³ See 47 C.F.R. § 24.839(a)(1) (2002).

Table 6: Applications Filed

App. No.	Assignor	Assignee	Call Sign	Market	Mkt No.	Full/Partial	ULS/Manual	Pro Forma	License Classes
1	ABC Wireless, L.L.C.	AT&T Wireless PCS, LLC	KNLH391	Lincoln, NE	BTA256	Full	ULS	N	CW
2	Skagit Wireless, L.L.C.	AT&T Wireless PCS, LLC	KNLH285	Sioux City, IA	BTA421	Full	ULS	N	CW
3	Arnage Wireless, L.L.C.	AT&T Wireless PCS, LLC	KNLG716	Oklahoma City, OK	BTA329	Full	ULS	N	CW
4	Georgia RSA #11, Inc.	Florida RSA #8 LLC	KNKN706	GA 11 - Toombs	CMA381	Full	ULS	Y	CL, CF
			KNKQ280	GA 14 - Worth	CMA384	Full			
			WMW437 et al.	Microwave		Full			
5	USCOC of Tallahassee, Inc.	Florida RSA #8 LLC	KNKA481	Tallahassee, FL	CMA168	Full	ULS	Y	CL, CF
			KNKQ290	FL 9 - Calhoun	CMA368	Full			
			KNKN669	FL 10 - Walton	CMA369	Full			
			WMT415 et al.	Microwave		Full			
6	USCOC of Florida RSA #7, Inc.	Florida RSA #8 LLC	KNKQ382	FL 7 - Hamilton	CMA366	Full	ULS	Y	CL, CF
			WMR338 et al.	Microwave		Full			
7	Florida RSA #8, Inc.	Florida RSA #8 LLC	KNKA583	Gainesville, FL	CMA192	Full	ULS	Y	CL, CF
			KNKN550	FL 5 - Putnam	CMA364	Full			
			KNKN773	FL 6 - Dixie	CMA365	Full			
			KNKN628	FL 8 - Jefferson	CMA367	Full			
			WLS584 et al.	Microwave		Full			
8	AT&T Wireless PCS, LLC	Florida RSA #8 LLC	KNLF216	Boston-Providence	MTA008	Part./Disagg.	ULS	N	CW
			KNLF237	St. Louis	MTA019	Part./Disagg.			
			KNLF289	Omaha	MTA045	Part./Disagg.			
			WPQT489	Indianapolis	MTA031	Part. Only			
9	AT&T Wireless PCS, LLC	Florida RSA #8 LLC	KNLG487	Milwaukee, WI	BTA297	Full	ULS	N	CW
10	AT&T Wireless PCS, LLC	Florida RSA #8 LLC	KNLG716	Oklahoma City, OK	BTA329	Full	Manual	N	CW
11	TeleCorp PCS, LLC	Florida RSA #8 LLC	WPOI217	St. Louis	MTA019	Part./Disagg.	ULS	N	CW
12	Eclipse PCS of Indianapolis, LLC	Florida RSA #8 LLC	WPQP644	Indianapolis	MTA031	Part./Disagg.	ULS	N	CW
13	Florida RSA #8 LLC	AT&T Wireless PCS, LLC	KNKA583	Gainesville, FL	CMA192	Full	Manual	N	CL, CF
			KNKN550	FL 5 - Putnam	CMA364	Full			
			KNKN773	FL 6 - Dixie	CMA365	Full			
			KNKN628	FL 8 - Jefferson	CMA367	Full			
			KNKN706	GA 11 - Toombs	CMA381	Full			
			KNKQ280	GA 14 - Worth	CMA384	Full			
			KNKA481	Tallahassee, FL	CMA168	Full			
			KNKQ290	FL 9 - Calhoun	CMA368	Full			
			KNKN669	FL 10 - Walton	CMA369	Full			
			KNKQ382	FL 7 - Hamilton	CMA366	Full			
			WLS584 et al.	Microwave		Full			

7. Buildout Issues

AWS will disaggregate and/or partition certain MTA authorizations in this proposed transaction to USCC's subsidiary FLR8 LLC. Pursuant to Section 24.714(f)(ii) of the FCC's Rules, the parties have agreed that AWS will be responsible for meeting the two-thirds population coverage requirement in each MTA by the ten-year renewal date of June 23, 2005. Thus, USCC will only

be responsible for providing "substantial service" in each of the partitioned MTA service areas by June 2005.¹⁴

FLR8 LLC will also acquire from AWP certain D, E and F block PCS authorizations. For each of those authorizations, AWP or a predecessor-in-interest met the five-year 25 percent coverage requirement. In this regard, for the D block authorization in Milwaukee, WI, and the F Block authorization in Oklahoma City, OK, USCC is acquiring only spectrum formerly licensed to AWP or an affiliate¹⁵ and USCC itself has no existing system in the market. While USCC will start with a "bare license" and no authorized facilities in these markets after closing, USCC intends to build a system and provide commercial service to at least one fourth of the population of the relevant BTAs by six months from closing.¹⁶

8. Conclusion

The proposed transactions are in the public interest and should be granted. Grant of the applications would permit both USCC and AWS to realign their mobile spectrum and system holdings consistent with their overall plans for regional market development, thus facilitating seamless services by both companies consistent with their growth plans. The acquisitions, in the case of USCC, will add another facilities-based competitor to a number of Midwestern and Northeastern markets, and, in the case of AWS, will provide a contiguous footprint of 800 MHz cellular coverage in the Florida and Georgia regions, making its operations more efficient and providing additional competition for data-based services. Notably, the acquisition of these systems by AWS is fully consistent with the prior spectrum aggregation limit and, in all cases, the acquisitions are in markets where a substantial number of other national and regional competitors operate. The transactions are also consistent with the designated entity rules, although subject to the pay-off of installment payment debt owed by Arnage to the FCC for one license, and the transition plan for the USCC cellular customers to AWS is being implemented in a manner that will provide adequate notice and planning by the end-users prior to system changeover. For the foregoing reasons, a grant of the applications would serve the public interest, convenience and necessity.

¹⁴ See Section 24.714(f)(ii) of the FCC's Rules. The required certifications to that effect pursuant to Section 24.714(f)(iii) of the Rules are included in the application.

¹⁵ Affiliates of AWS already are licensed to provide service in these BTAs. Subscribers will be switched to different spectrum but the change will be transparent to AWS subscribers.

¹⁶ USCC does not believe any waiver of the FCC's Rules is necessary in these circumstances. While there is no rule in Part 24 relating to discontinuance of service, the shortest discontinuation of service considered permanent is in Section 22.317 of the Rules, which provides that a service outage of more than 90 days shall be deemed a "discontinuance" of service. In the present case, the subscribers currently using the spectrum that is being transferred will be seamlessly moved to other spectrum used by AWS in the market, so no service to customers will actually be discontinued. Moreover, USCC will establish a competitive PCS service in the relevant BTAs within a short period.

ATTACHMENT 1

Exhibit 1A

Licensee	Call Sign
Florida RSA #8, Inc.	WLS584
Florida RSA #8, Inc.	WLT725
Florida RSA #8, Inc.	WLT726
Florida RSA #8, Inc.	WLT727
Florida RSA #8, Inc.	WLU716
Florida RSA #8, Inc.	WML541
Florida RSA #8, Inc.	WMM918
Florida RSA #8, Inc.	WMM973
Florida RSA #8, Inc.	WMM974
Florida RSA #8, Inc.	WMR965
Florida RSA #8, Inc.	WMS301
Florida RSA #8, Inc.	WMS855
Florida RSA #8, Inc.	WMT246
Florida RSA #8, Inc.	WPJA596
Florida RSA #8, Inc.	WPJA802
Florida RSA #8, Inc.	WPJC204
Florida RSA #8, Inc.	WPJC205
Florida RSA #8, Inc.	WPJC206
Florida RSA #8, Inc.	WPJD258
Florida RSA #8, Inc.	WPJE658
Florida RSA #8, Inc.	WPJE828
Florida RSA #8, Inc.	WPNA539
Florida RSA #8, Inc.	WPNA604
Florida RSA #8, Inc.	WPNB563
Florida RSA #8, Inc.	WPNB814
Florida RSA #8, Inc.	WPNC467
Florida RSA #8, Inc.	WPNH761
Florida RSA #8, Inc.	WPNH771
Florida RSA #8, Inc.	WPNH772
Florida RSA #8, Inc.	WPNH854
Florida RSA #8, Inc.	WPNI903
Florida RSA #8, Inc.	WPNJ795
Florida RSA #8, Inc.	WPNL508
Florida RSA #8, Inc.	WPOL649
Florida RSA #8, Inc.	WPOP556
Florida RSA #8, Inc.	WPOP894
Florida RSA #8, Inc.	WPOR205
Florida RSA #8, Inc.	WPQN620
Florida RSA #8, Inc.	WPQP412
Florida RSA #8, Inc.	WPQP413
Florida RSA #8, Inc.	WPQW609
Florida RSA #8, Inc.	WPQX593
Florida RSA #8, Inc.	WPRV472
Florida RSA #8, Inc.	WPSG978
Florida RSA #8, Inc.	WPSI462
Florida RSA #8, Inc.	WPSZ942
Florida RSA #8, Inc.	WPTP763

Licensee	Call Sign
Florida RSA #8, Inc.	WPTS212
Florida RSA #8, Inc.	WPUB841
Florida RSA #8, Inc.	WPUX443
Florida RSA #8, Inc.	WPVJ661
Florida RSA #8, Inc.	WPWM472
Florida RSA #8, Inc.	WPWV997
Florida RSA #8, Inc.	WPXC918

Exhibit 1B

Licensee	Call Sign
USCOC of Tallahassee, Inc.	WMT415
USCOC of Tallahassee, Inc.	WMT416
USCOC of Tallahassee, Inc.	WMT417
USCOC of Tallahassee, Inc.	WMV854
USCOC of Tallahassee, Inc.	WMV855
USCOC of Tallahassee, Inc.	WMW243
USCOC of Tallahassee, Inc.	WMW244
USCOC of Tallahassee, Inc.	WMW464
USCOC of Tallahassee, Inc.	WPJB294
USCOC of Tallahassee, Inc.	WPJB295
USCOC of Tallahassee, Inc.	WPJB352
USCOC of Tallahassee, Inc.	WPJB353
USCOC of Tallahassee, Inc.	WPJC245
USCOC of Tallahassee, Inc.	WPJC246
USCOC of Tallahassee, Inc.	WPJD318
USCOC of Tallahassee, Inc.	WPJE822
USCOC of Tallahassee, Inc.	WPOL933
USCOC of Tallahassee, Inc.	WPOQ306
USCOC of Tallahassee, Inc.	WPOR568
USCOC of Tallahassee, Inc.	WPOR569
USCOC of Tallahassee, Inc.	WPOR570
USCOC of Tallahassee, Inc.	WPOR571
USCOC of Tallahassee, Inc.	WPOR661
USCOC of Tallahassee, Inc.	WPOS281
USCOC of Tallahassee, Inc.	WPQX575
USCOC of Tallahassee, Inc.	WPQY440
USCOC of Tallahassee, Inc.	WPQY568
USCOC of Tallahassee, Inc.	WPQY569
USCOC of Tallahassee, Inc.	WPSE456
USCOC of Tallahassee, Inc.	WPST338
USCOC of Tallahassee, Inc.	WPTC463
USCOC of Tallahassee, Inc.	WPVP801
USCOC of Tallahassee, Inc.	WPVP969
USCOC of Tallahassee, Inc.	WPVQ366
USCOC of Tallahassee, Inc.	WPVX760
USCOC of Tallahassee, Inc.	WPWQ677
USCOC of Florida RSA #7, Inc.	WMR338
USCOC of Florida RSA #7, Inc.	WMR339
USCOC of Florida RSA #7, Inc.	WMS349
USCOC of Florida RSA #7, Inc.	WMS350
USCOC of Florida RSA #7, Inc.	WPSG585
USCOC of Florida RSA #7, Inc.	WPSG596
USCOC of Florida RSA #7, Inc.	WPTD546
USCOC of Florida RSA #7, Inc.	WPUB573
USCOC of Florida RSA #7, Inc.	WPUJ828
USCOC of Florida RSA #7, Inc.	WPUT352
USCOC of Florida RSA #7, Inc.	WPVL482
USCOC of Florida RSA #7, Inc.	WPVR569
USCOC of Florida RSA #7, Inc.	WPXE688

Licensee	Call Sign
Georgia RSA #11, Inc.	WMW437
Georgia RSA #11, Inc.	WMW438
Georgia RSA #11, Inc.	WMW439
Georgia RSA #11, Inc.	WMW440
Georgia RSA #11, Inc.	WPJA708
Georgia RSA #11, Inc.	WPJA709
Georgia RSA #11, Inc.	WPJA710
Georgia RSA #11, Inc.	WPJA711
Georgia RSA #11, Inc.	WPJA748
Georgia RSA #11, Inc.	WPJB321
Georgia RSA #11, Inc.	WPJE775
Georgia RSA #11, Inc.	WPNB335
Georgia RSA #11, Inc.	WPNB674
Georgia RSA #11, Inc.	WPNG867
Georgia RSA #11, Inc.	WPNH399
Georgia RSA #11, Inc.	WPNN258
Georgia RSA #11, Inc.	WPNN270
Georgia RSA #11, Inc.	WPOM911
Georgia RSA #11, Inc.	WPOR713
Georgia RSA #11, Inc.	WPOS354
Georgia RSA #11, Inc.	WPOT297
Georgia RSA #11, Inc.	WPOU570
Georgia RSA #11, Inc.	WPOU716
Georgia RSA #11, Inc.	WPQ839
Georgia RSA #11, Inc.	WPQS335
Georgia RSA #11, Inc.	WPQS766
Georgia RSA #11, Inc.	WPQW493
Georgia RSA #11, Inc.	WPQW613
Georgia RSA #11, Inc.	WPQX239
Georgia RSA #11, Inc.	WPRV468
Georgia RSA #11, Inc.	WPSE375
Georgia RSA #11, Inc.	WPSK790
Georgia RSA #11, Inc.	WPSY456
Georgia RSA #11, Inc.	WPTK594
Georgia RSA #11, Inc.	WPTM660
Georgia RSA #11, Inc.	WPTT537
Georgia RSA #11, Inc.	WPVJ658
Georgia RSA #11, Inc.	WPWZ318
Georgia RSA #11, Inc.	WMQ998
Georgia RSA #11, Inc.	WMQ999
Georgia RSA #11, Inc.	WMR200
Georgia RSA #11, Inc.	WMR768
Georgia RSA #11, Inc.	WMR977
Georgia RSA #11, Inc.	WMS720
Georgia RSA #11, Inc.	WMT394

Attachment 2A - USCC CMRS Spectrum Analysis

BTA No.	County	ST	County FIPS	Overlap MTA No.	Overlap MTA Name	Overlap CMA No.	Overlap CMA Name	Proposed USCC PCS Spectrum Acquisition (in MHz)	Licensed USCC Cellular Spectrum (in MHz)	Licensed USCC PCS Spectrum (in MHz)	Total USCC Spectrum Holdings (Post Acq.)
090 - Columbia, MO	Audrain County	MO	29007	19	St. Louis	509	Missouri RSA #6 - Marion	10	25		35
	Boone County	MO	29019	19	St. Louis	278	Columbia, MO MSA	10	25		35
	Chariton County	MO	29041	19	St. Louis	508	Missouri RSA #5 - Linn	10	25		35
	Howard County	MO	29089	19	St. Louis	510	Missouri RSA #7 - Saline	10			10
	Montgomery County	MO	29139	19	St. Louis	511	Missouri RSA #8 - Callaway	10			10
	Randolph County	MO	29175	19	St. Louis	508	Missouri RSA #5 - Linn	10	25		35
217 - Jefferson City, MO	Callaway County	MO	29027	19	St. Louis	511	Missouri RSA #8 - Callaway	10			10
	Cole County	MO	29051	19	St. Louis	514	Missouri RSA #11 - Moniteau	10	25		35
	Miller County	MO	29131	19	St. Louis	514	Missouri RSA #11 - Moniteau	10	25		35
	Moniteau County	MO	29135	19	St. Louis	514	Missouri RSA #11 - Moniteau	10	25		35
	Osage County	MO	29151	19	St. Louis	514	Missouri RSA #11 - Moniteau	10	25		35
233 - Kokomo-Logansport, IN	Cass County	IN	18017	31	Indianapolis	406	Indiana RSA #4 - Miami	10	25		35
	Howard County	IN	18067	31	Indianapolis	271	Kokomo, IN MSA	10			10
	Miami County	IN	18103	31	Indianapolis	406	Indiana RSA #4 - Miami	10	25		35
	Pulaski County	IN	18131	31	Indianapolis	403	Indiana RSA #1 - Newton	10			10
	Tipton County	IN	18159	31	Indianapolis	271	Kokomo, IN MSA	10			10
235 - Lafayette, IN	Benton County	IN	18007	31	Indianapolis	407	Indiana RSA #5 - Warren	10	25		35
	Carroll County	IN	18015	31	Indianapolis	408	Indiana RSA #4 - Miami	10	25		35
	Clinton County	IN	18023	31	Indianapolis	406	Indiana RSA #4 - Miami	10	25		35
	Montgomery County	IN	18107	31	Indianapolis	407	Indiana RSA #5 - Warren	10	25		35
	Tippecanoe County	IN	18157	31	Indianapolis	247	Lafayette, IN MSA	10			10
	White County	IN	18181	31	Indianapolis	403	Indiana RSA #1 - Newton	10			10
280 - Marion, IN	Grant County	IN	18053	31	Indianapolis	405	Indiana RSA #3 - Huntington	10			10
	Wabash County	IN	18169	31	Indianapolis	406	Indiana RSA #4 - Miami	10	25		35
297 - Milwaukee, WI	Dodge County	WI	55027	20	Milwaukee	716	Wisconsin RSA #9 - Columbia	10	25		35
	Jefferson County	WI	55055	20	Milwaukee	716	Wisconsin RSA #9 - Columbia	10	25		35
	Milwaukee County	WI	55079	20	Milwaukee	21	Milwaukee, WI MSA	10	25		35
	Ozaukee County	WI	55089	20	Milwaukee	21	Milwaukee, WI MSA	10	25		35
	Racine County	WI	55101	20	Milwaukee	189	Racine, WI MSA	10	25		35
	Washington County	WI	55131	20	Milwaukee	21	Milwaukee, WI MSA	10	25		35
	Waukesha County	WI	55133	20	Milwaukee	21	Milwaukee, WI MSA	10	25		35
308 - Mount Vernon-Centralia, IL	Hamilton County	IL	17065	19	St. Louis	402	Illinois RSA #9 - Clay	10			10
	Jefferson County	IL	17081	19	St. Louis	401	Illinois RSA #8 - Washington	10			10
	Marion County	IL	17121	19	St. Louis	399	Illinois RSA #6 - Montgomery	10			10
	Washington County	IL	17189	19	St. Louis	401	Illinois RSA #8 - Washington	10			10
	Wayne County	IL	17191	19	St. Louis	402	Illinois RSA #9 - Clay	10			10

Attachment 2A - USCC CMRS Spectrum Analysis

BTA No.	County	ST	County FIPS	Overlap MTA No.	Overlap MTA Name	Overlap CMA No.	Overlap CMA Name	Proposed USCC PCS Spectrum Acquisition (in MHz)	Licensed USCC Cellular Spectrum (in MHz)	Licensed USCC PCS Spectrum (in MHz)	Total USCC Spectrum Holdings (Post Acq.)
329 - Oklahoma City, OK	Beckham County	OK	40009	41	Oklahoma City	602	Oklahoma RSA #7 - Beckham	10			10
	Blaine County	OK	40011	41	Oklahoma City	600	Oklahoma RSA #5 - Roger Mills	10			10
	Caddo County	OK	40015	41	Oklahoma City	602	Oklahoma RSA #7 - Beckham	10			10
	Canadian County	OK	40017	41	Oklahoma City	45	Oklahoma City, OK MSA	10			10
	Cleveland County	OK	40027	41	Oklahoma City	45	Oklahoma City, OK MSA	10			10
	Custer County	OK	40039	41	Oklahoma City	600	Oklahoma RSA #5 - Roger Mills	10			10
	Dewey County	OK	40043	41	Oklahoma City	600	Oklahoma RSA #5 - Roger Mills	10			10
	Ellis County	OK	40045	41	Oklahoma City	597	Oklahoma RSA #2 - Harper	10			10
	Garvin County	OK	40049	41	Oklahoma City	604	Oklahoma RSA #9 - Garvin	10	25		35
	Grady County	OK	40051	41	Oklahoma City	602	Oklahoma RSA #7 - Beckham	10			10
	Greer County	OK	40055	41	Oklahoma City	602	Oklahoma RSA #7 - Beckham	10	25		35
	Harmon County	OK	40057	41	Oklahoma City	602	Oklahoma RSA #7 - Beckham	10	25		35
	Harper County	OK	40059	41	Oklahoma City	597	Oklahoma RSA #2 - Harper	10			10
	Hughes County	OK	40063	41	Oklahoma City	601	Oklahoma RSA #6 - Seminole	10	25		35
	Jackson County	OK	40065	41	Oklahoma City	603	Oklahoma RSA #8 - Jackson	10	25		35
	Kingfisher County	OK	40073	41	Oklahoma City	600	Oklahoma RSA #5 - Roger Mills	10			10
	Kiowa County	OK	40075	41	Oklahoma City	602	Oklahoma RSA #7 - Beckham	10			10
	Lincoln County	OK	40081	41	Oklahoma City	598	Oklahoma RSA #3 - Grant	10			10
	Logan County	OK	40083	41	Oklahoma City	598	Oklahoma RSA #3 - Grant	10			10
	McClain County	OK	40087	41	Oklahoma City	45	Oklahoma City, OK MSA	10			10
	Okfuskee County	OK	40107	41	Oklahoma City	601	Oklahoma RSA #6 - Seminole	10	25		35
	Oklahoma County	OK	40109	41	Oklahoma City	45	Oklahoma City, OK MSA	10			10
	Pottawatomie County	OK	40125	41	Oklahoma City	45	Oklahoma City, OK MSA	10			10
	Roger Mills County	OK	40129	41	Oklahoma City	600	Oklahoma RSA #5 - Roger Mills	10			10
	Seminole County	OK	40133	41	Oklahoma City	601	Oklahoma RSA #6 - Seminole	10	25		35
	Washita County	OK	40149	41	Oklahoma City	602	Oklahoma RSA #7 - Beckham	10			10
	Woodward County	OK	40153	41	Oklahoma City	597	Oklahoma RSA #2 - Harper	10			10
332 - Omaha, NE	Burt County	NE	31021	45	Omaha	535	Nebraska RSA #3 - Knox	10		10	20
	Butler County	NE	31023	45	Omaha	537	Nebraska RSA #5 - Boone	10		10	20
	Cass County	IA	19029	45	Omaha	418	Iowa RSA #7 - Audubon	10	25	10	45
	Cass County	NE	31025	45	Omaha	542	Nebraska RSA #10 - Cass	10		10	20
	Colfax County	NE	31037	45	Omaha	537	Nebraska RSA #5 - Boone	10		10	20
	Crawford County	IA	19047	45	Omaha	419	Iowa RSA #8 - Monona	10		10	20
	Cuming County	NE	31039	45	Omaha	535	Nebraska RSA #3 - Knox	10		10	20
	Dodge County	NE	31053	45	Omaha	537	Nebraska RSA #5 - Boone	10		10	20
	Douglas County	NE	31055	45	Omaha	65	Omaha, NE-IA MSA	10		10	20
	Fremont County	IA	19071	45	Omaha	412	Iowa RSA #1 - Mills	10	25	10	45
	Harrison County	IA	19085	45	Omaha	419	Iowa RSA #8 - Monona	10		10	20
	Mills County	IA	19129	45	Omaha	412	Iowa RSA #1 - Mills	10	25	10	45
	Montgomery County	IA	19137	45	Omaha	412	Iowa RSA #1 - Mills	10	25	10	45
	Nemaha County	NE	31127	45	Omaha	542	Nebraska RSA #10 - Cass	10		10	20
	Otoe County	NE	31131	45	Omaha	542	Nebraska RSA #10 - Cass	10		10	20
	Page County	IA	19145	45	Omaha	412	Iowa RSA #1 - Mills	10	25	10	45
	Platte County	NE	31141	45	Omaha	537	Nebraska RSA #5 - Boone	10		10	20
	Polk County	NE	31143	45	Omaha	537	Nebraska RSA #5 - Boone	10		10	20
	Pottawattamie County	IA	19155	45	Omaha	65	Omaha, NE-IA MSA	10		10	20
	Richardson County	NE	31147	45	Omaha	542	Nebraska RSA #10 - Cass	10		10	20
	Sarpy County	NE	31153	45	Omaha	65	Omaha, NE-IA MSA	10		10	20
	Saunders County	NE	31155	45	Omaha	537	Nebraska RSA #5 - Boone	10		10	20
	Shelby County	IA	19165	45	Omaha	419	Iowa RSA #8 - Monona	10		10	20
	Washington County	NE	31177	45	Omaha	537	Nebraska RSA #5 - Boone	10		10	20

Attachment 2A - USCC CMRS Spectrum Analysis

BTA No.	County	ST	County	FIPS	Overlap MTA No.	Overlap MTA Name	Overlap CMA No.	Overlap CMA Name	Proposed USCC PCS Spectrum Acquisition (in MHz)	Licensed USCC Cellular Spectrum (in MHz)	Licensed USCC PCS Spectrum (in MHz)	Total USCC Spectrum Holdings (Post Acq.)
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357 - Portland-Brunswick, ME	Cumberland County	ME	23005	8	Boston-Providence	152	Portland, ME MSA	Portland, ME MSA	10		25	35
	Lincoln County	ME	23015	8	Boston-Providence	465	Maine RSA #3 - Kennebec	Portland, ME MSA	10			10
	Sagadahoc County	ME	23023	8	Boston-Providence		Portland, ME MSA		10			10
	York County	ME	23031	8	Boston-Providence	156	Portsmouth-Dover-Rochester, NH MSA		10			10

383 - Rolla, MO	Dent County	MO	29065	19	St. Louis	515	Missouri RSA #12 - Maries	Missouri RSA #12 - Maries	10			10
	Maries County	MO	29125	19	St. Louis	515	Missouri RSA #12 - Maries	Missouri RSA #12 - Maries	10			10
	Phelps County	MO	29181	19	St. Louis	515	Missouri RSA #12 - Maries	Missouri RSA #12 - Maries	10			10
	Pulaski County	MO	29169	19	St. Louis	515	Missouri RSA #12 - Maries	Missouri RSA #12 - Maries	10			10

394 - St. Louis, MO	Bond County	IL	17005	19	St. Louis	399	Illinois RSA #6 - Montgomery	Illinois RSA #6 - Montgomery	10			10
	Calhoun County	IL	17013	19	St. Louis	397	Illinois RSA #4 - Adams	Illinois RSA #4 - Adams	10	25		35
	Clinton County	IL	17027	19	St. Louis	11	St. Louis, MO-IL MSA	St. Louis, MO-IL MSA	10			10
	Crawford County	MO	29055	19	St. Louis	515	Missouri RSA #12 - Maries	Missouri RSA #12 - Maries	10			10
	Franklin County	MO	29071	19	St. Louis	11	St. Louis, MO-IL MSA	St. Louis, MO-IL MSA	10			10
	Gasconade County	MO	29073	19	St. Louis	514	Missouri RSA #11 - Monticau	Missouri RSA #11 - Monticau	10	25		35
	Iron County	MO	29093	19	St. Louis	520	Missouri RSA #17 - Shannon	Missouri RSA #17 - Shannon	10	25		35
	Jefferson County	MO	29099	19	St. Louis	11	St. Louis, MO-IL MSA	St. Louis, MO-IL MSA	10			10
	Jersey County	IL	17083	19	St. Louis	305	Alton-Granite City, IL MSA	Alton-Granite City, IL MSA	10	25		35
	Lincoln County	MO	29113	19	St. Louis	511	Missouri RSA #8 - Callaway	Missouri RSA #8 - Callaway	10	25		35
	Macoupin County	IL	17117	19	St. Louis	397	Illinois RSA #4 - Adams	Illinois RSA #4 - Adams	10	25		35
	Madison County	IL	17119	19	St. Louis	11	St. Louis, MO-IL MSA	St. Louis, MO-IL MSA	10			10
	Madison County	MO	29123	19	St. Louis	521	Missouri RSA #18 - Perry	Missouri RSA #18 - Perry	10			10
	Monroe County	IL	17133	19	St. Louis	11	St. Louis, MO-IL MSA	St. Louis, MO-IL MSA	10			10
	Randolph County	IL	17157	19	St. Louis	401	Illinois RSA #8 - Washington	Illinois RSA #8 - Washington	10	25		35
	Reynolds County	MO	29179	19	St. Louis	520	Missouri RSA #17 - Shannon	Missouri RSA #17 - Shannon	10	25		35
	St. Charles County	MO	29183	19	St. Louis	11	St. Louis, MO-IL MSA	St. Louis, MO-IL MSA	10			10
	St. Clair County	IL	17163	19	St. Louis	11	St. Louis, MO-IL MSA	St. Louis, MO-IL MSA	10			10
	St. Francois County	MO	29187	19	St. Louis	516	Missouri RSA #13 - Washington	Missouri RSA #13 - Washington	10	25		35
	St. Louis City	MO	29510	19	St. Louis	11	St. Louis, MO-IL MSA	St. Louis, MO-IL MSA	10			10
	St. Louis County	MO	29189	19	St. Louis	11	St. Louis, MO-IL MSA	St. Louis, MO-IL MSA	10			10
	Ste. Genevieve County	MO	29186	19	St. Louis	516	Missouri RSA #13 - Washington	Missouri RSA #13 - Washington	10	25		35
	Warren County	MO	29219	19	St. Louis	511	Missouri RSA #8 - Callaway	Missouri RSA #8 - Callaway	10			10
	Washington County	MO	29221	19	St. Louis	516	Missouri RSA #13 - Washington	Missouri RSA #13 - Washington	10	25		35

Attachment 2A - USCC CMRS Spectrum Analysis

BTA No.	County	ST	County FIPS	Overlap MTA No.	Overlap MTA Name	Overlap CMA No.	Overlap CMA Name	Proposed USCC PCS Spectrum Acquisition (in MHz)	Licensed USCC Cellular Spectrum (in MHz)	Licensed USCC PCS Spectrum (in MHz)	Total USCC Spectrum Holdings (Post Acq.)
428 - Springfield, MO	Barry County	MO	29009	19	St. Louis	517	Missouri RSA #14 - Barton	20			20
	Camden County	MO	29029	19	St. Louis	513	Missouri RSA #10 - Benton	10			10
	Cedar County	MO	29039	19	St. Louis	512	Missouri RSA #9 - Bates	20			20
	Christian County	MO	29043	19	St. Louis	163	Springfield, MO MSA	20			20
	Dade County	MO	29057	19	St. Louis	517	Missouri RSA #14 - Barton	20			20
	Dallas County	MO	29059	19	St. Louis	513	Missouri RSA #10 - Benton	20			20
	Douglas County	MO	29067	19	St. Louis	518	Missouri RSA #15 - Stone	20	25		45
	Greene County	MO	29077	19	St. Louis	163	Springfield, MO MSA	20			20
	Hickory County	MO	29085	19	St. Louis	513	Missouri RSA #10 - Benton	20			20
	Laclede County	MO	29105	19	St. Louis	519	Missouri RSA #16 - Laclede	20	25		45
	Lawrence County	MO	29109	19	St. Louis	517	Missouri RSA #14 - Barton	20			20
	Polk County	MO	29167	19	St. Louis	513	Missouri RSA #10 - Benton	20			20
	Stone County	MO	29209	19	St. Louis	518	Missouri RSA #15 - Stone	10	25		35
	Taney County	MO	29213	19	St. Louis	518	Missouri RSA #15 - Stone	10	25		35
	Texas County	MO	29215	19	St. Louis	519	Missouri RSA #16 - Laclede	20	25		45
	Webster County	MO	29225	19	St. Louis	519	Missouri RSA #16 - Laclede	20	25		45
	Wright County	MO	29229	19	St. Louis	519	Missouri RSA #16 - Laclede	20	25		45
442 - Terre Haute, IN	Clark County	IL	17023	31	Indianapolis	400	Illinois RSA #7 - Vermilion	20			20
	Clay County	IN	18021	31	Indianapolis	185	Terre Haute, IN MSA	20			20
	Crawford County	IL	17033	31	Indianapolis	400	Illinois RSA #7 - Vermilion	20			20
	Edgar County	IL	17045	31	Indianapolis	400	Illinois RSA #7 - Vermilion	20			20
	Parke County	IN	18121	31	Indianapolis	407	Indiana RSA #5 - Warren	20	25		45
	Sullivan County	IN	18153	31	Indianapolis	185	Terre Haute, IN MSA	20			20
	Vermilion County	IN	18165	31	Indianapolis	185	Terre Haute, IN MSA	20			20
	Vigo County	IN	18167	31	Indianapolis	185	Terre Haute, IN MSA	20			20

[illegible]

[illegible]

Attachment 2B - Competitive Showing

BTA No./Name	County	Overlap MTA No./Name	Overlap CMA No.	Overlap CMA Name	PCS A Block License(s)	PCS B Block License(s)	PCS C Block License(s)	PCS D Block	PCS E Block	PCS F Block	Whether Cellular License	Non-Whether Cellular License
332 - Omaha, NE	Bar County, NE	31021 - 45 - Omaha	555	Nebraska RSA #3 - Kruz	AT&T Wireless (30MHz)	VerizonCo (30MHz)	VerizonNet (15MHz) CWS IV License Sub (15MHz)	Verizon Independent	USDOC of Greater Iowa	Circular	Atari Communications of Nebraska, Inc.	WWC License L.L.C.
	Butler County, NE	31023 - 45 - Omaha	537	Nebraska RSA #5 - Boone	AT&T Wireless (30MHz)	VerizonCo (30MHz)	VerizonNet (15MHz) CWS IV License Sub (15MHz)	Verizon Wireless	USDOC of Greater Iowa	Circular	Atari Communications of Nebraska, Inc.	WWC License L.L.C.
	Cass County, IA	31025 - 45 - Omaha	418	Iowa RSA #7 - Audubon	AT&T Wireless (30MHz)	VerizonCo (30MHz)	VerizonNet (15MHz) CWS IV License Sub (15MHz)	Verizon Wireless	USDOC of Greater Iowa	Circular	AT&T Limited Partnership	USDOC of Iowa RSA #1, Inc.
	Cast County, NE	31026 - 45 - Omaha	542	Nebraska RSA #10 - Cass	AT&T Wireless (30MHz)	VerizonCo (30MHz)	VerizonNet (15MHz) CWS IV License Sub (15MHz)	Verizon Wireless	USDOC of Greater Iowa	Circular	Atari Communications of Nebraska, Inc.	WWC License L.L.C.
	Colfax County, NE	31037 - 45 - Omaha	537	Nebraska RSA #5 - Boone	AT&T Wireless (30MHz)	VerizonCo (30MHz)	VerizonNet (15MHz) CWS IV License Sub (15MHz)	Verizon Wireless	USDOC of Greater Iowa	Circular	Atari Communications of Nebraska, Inc.	WWC License L.L.C.
	Crawford County, IA	31047 - 45 - Omaha	419	Iowa RSA #8 - Monona	AT&T Wireless (30MHz)	VerizonCo (30MHz)	VerizonNet (15MHz) CWS IV License Sub (15MHz)	Verizon Wireless	USDOC of Greater Iowa	Circular	Atari Communications of Nebraska, Inc.	WWC License L.L.C.
	Cuming County, NE	31039 - 45 - Omaha	535	Nebraska RSA #3 - Kruz	AT&T Wireless (30MHz)	VerizonCo (30MHz)	VerizonNet (15MHz) CWS IV License Sub (15MHz)	Verizon Wireless	USDOC of Greater Iowa	Circular	Atari Communications of Nebraska, Inc.	WWC License L.L.C.
	Dodge County, NE	31063 - 45 - Omaha	537	Nebraska RSA #6 - Boone	AT&T Wireless (30MHz)	VerizonCo (30MHz)	VerizonNet (15MHz) CWS IV License Sub (15MHz)	Verizon Wireless	USDOC of Greater Iowa	Circular	Atari Communications of Nebraska, Inc.	WWC License L.L.C.
	Douglas County, NE	31065 - 45 - Omaha	55	Omaha, NE IA MSA	AT&T Wireless (30MHz)	VerizonCo (30MHz)	VerizonNet (15MHz) CWS IV License Sub (15MHz)	Verizon Wireless	USDOC of Greater Iowa	Circular	Atari Communications of Nebraska, Inc.	WWC License L.L.C.
	Fremont County, IA	31071 - 45 - Omaha	412	Iowa RSA #1 - Mills	AT&T Wireless (30MHz)	VerizonCo (30MHz)	VerizonNet (15MHz) CWS IV License Sub (15MHz)	Verizon Wireless	USDOC of Greater Iowa	Circular	Atari Communications of Nebraska, Inc.	WWC License L.L.C.
	Harrison County, IA	31088 - 45 - Omaha	419	Iowa RSA #8 - Monona	AT&T Wireless (30MHz)	VerizonCo (30MHz)	VerizonNet (15MHz) CWS IV License Sub (15MHz)	Verizon Wireless	USDOC of Greater Iowa	Circular	Atari Communications of Nebraska, Inc.	WWC License L.L.C.
	Miller County, IA	31129 - 45 - Omaha	412	Iowa RSA #1 - Mills	AT&T Wireless (30MHz)	VerizonCo (30MHz)	VerizonNet (15MHz) CWS IV License Sub (15MHz)	Verizon Wireless	USDOC of Greater Iowa	Circular	Atari Communications of Nebraska, Inc.	WWC License L.L.C.
	Montgomery County, IA	31137 - 45 - Omaha	412	Iowa RSA #1 - Mills	AT&T Wireless (30MHz)	VerizonCo (30MHz)	VerizonNet (15MHz) CWS IV License Sub (15MHz)	Verizon Wireless	USDOC of Greater Iowa	Circular	Atari Communications of Nebraska, Inc.	WWC License L.L.C.
	Nebraska County, NE	31127 - 45 - Omaha	542	Nebraska RSA #10 - Cass	AT&T Wireless (30MHz)	VerizonCo (30MHz)	VerizonNet (15MHz) CWS IV License Sub (15MHz)	Verizon Wireless	USDOC of Greater Iowa	Circular	Atari Communications of Nebraska, Inc.	WWC License L.L.C.
	Osceola County, NE	31131 - 45 - Omaha	542	Nebraska RSA #10 - Cass	AT&T Wireless (30MHz)	VerizonCo (30MHz)	VerizonNet (15MHz) CWS IV License Sub (15MHz)	Verizon Wireless	USDOC of Greater Iowa	Circular	Atari Communications of Nebraska, Inc.	WWC License L.L.C.
	Page County, IA	31145 - 45 - Omaha	412	Iowa RSA #1 - Mills	AT&T Wireless (30MHz)	VerizonCo (30MHz)	VerizonNet (15MHz) CWS IV License Sub (15MHz)	Verizon Wireless	USDOC of Greater Iowa	Circular	Atari Communications of Nebraska, Inc.	WWC License L.L.C.
	Pella County, NE	31141 - 45 - Omaha	537	Nebraska RSA #5 - Boone	AT&T Wireless (30MHz)	VerizonCo (30MHz)	VerizonNet (15MHz) CWS IV License Sub (15MHz)	Verizon Wireless	USDOC of Greater Iowa	Circular	Atari Communications of Nebraska, Inc.	WWC License L.L.C.
	Pike County, NE	31143 - 45 - Omaha	537	Nebraska RSA #5 - Boone	AT&T Wireless (30MHz)	VerizonCo (30MHz)	VerizonNet (15MHz) CWS IV License Sub (15MHz)	Verizon Wireless	USDOC of Greater Iowa	Circular	Atari Communications of Nebraska, Inc.	WWC License L.L.C.
	Polk County, IA	31155 - 45 - Omaha	58	Omaha, NE IA MSA	AT&T Wireless (30MHz)	VerizonCo (30MHz)	VerizonNet (15MHz) CWS IV License Sub (15MHz)	Verizon Wireless	USDOC of Greater Iowa	Circular	Atari Communications of Nebraska, Inc.	WWC License L.L.C.
	Richardson County, NE	31147 - 45 - Omaha	542	Nebraska RSA #10 - Cass	AT&T Wireless (30MHz)	VerizonCo (30MHz)	VerizonNet (15MHz) CWS IV License Sub (15MHz)	Verizon Wireless	USDOC of Greater Iowa	Circular	Atari Communications of Nebraska, Inc.	WWC License L.L.C.
	Sarpy County, NE	31153 - 45 - Omaha	58	Omaha, NE IA MSA	AT&T Wireless (30MHz)	VerizonCo (30MHz)	VerizonNet (15MHz) CWS IV License Sub (15MHz)	Verizon Wireless	USDOC of Greater Iowa	Circular	Atari Communications of Nebraska, Inc.	WWC License L.L.C.
	Saraland County, NE	31158 - 45 - Omaha	537	Nebraska RSA #5 - Boone	AT&T Wireless (30MHz)	VerizonCo (30MHz)	VerizonNet (15MHz) CWS IV License Sub (15MHz)	Verizon Wireless	USDOC of Greater Iowa	Circular	Atari Communications of Nebraska, Inc.	WWC License L.L.C.
	Shelby County, IA	31165 - 45 - Omaha	419	Iowa RSA #8 - Monona	AT&T Wireless (30MHz)	VerizonCo (30MHz)	VerizonNet (15MHz) CWS IV License Sub (15MHz)	Verizon Wireless	USDOC of Greater Iowa	Circular	Atari Communications of Nebraska, Inc.	WWC License L.L.C.
	Washington County, NE	31177 - 45 - Omaha	537	Nebraska RSA #5 - Boone	AT&T Wireless (30MHz)	VerizonCo (30MHz)	VerizonNet (15MHz) CWS IV License Sub (15MHz)	Verizon Wireless	USDOC of Greater Iowa	Circular	Atari Communications of Nebraska, Inc.	WWC License L.L.C.